IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION No. 560 OF 2006

Personal Hygiene & Health
Care Produts Pvt. Ltd. ... Petitioner

Mr. Harinder Toor i/b Crawford Bayley & Co.
for the Petitioner.

Mrs. K. V. Gautam, Dy. Official Liquidator.

Mrs. Madhuri Gaikwad, i/b Pankaj Kapoor
for Regional Director.

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COMPANY PETITION No. 561 OF 2006

Fenine Hygiene Products ltd. ... Petitioner

Mr. Harinder Toor i/b Crawford Bayley & Co.
for the Petitioner.

Mrs. K. V. Gautam, Dy. Official Liquidator.

Mrs. Madhuri Gaikwad, i/b Pankaj Kapoor
for Regional Director.

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COMPANY PETITION No. 562 OF 2006

Kimberly-Clark Lever P. Ltd. ... Petitioner

Mr. Harinder Toor i/b Crawford Bayley & Co.
for the Petitioner.

Mrs. Madhuri Gaikwad, i/b Pankaj Kapoor
for Regional Director.

CORAM : R. S. MOHITE, J.

DATE : NOVEMBER 30, 2006.

P.C.

. The Company Petition No. 560 of 2006

is filed by the Personal Hygiene & Health Care Products Pvt. Ltd. , which is a transferor company. The Company Petition No. 561 of 2006 is filed by Faminine Hygiene Products pvt. Ltd. which is the second transferor company and the Company Petition No. 562 of 2006 has been filed by Kimberly Clark Lever Pvt. Ltd., which is the transferee company. The Petitions seek sanction of this Court to the scheme of arrangement and amalgamation of the two transferor companies with the transferee company, in accordance with the scheme which is annexed at Exh.A, in the Company Petition No. 562 of 2006.

2. I have perused the record and heard the advocate for the petitioners and the advocate for the Regional Director. The entire procedure as required under the Companies Act has been followed. The copy of the petitions has been sent to the Regional Director, who has filed his affidavit dated 29th November 2006, indicating that report dated 15th September 2006 has been obtained from the Registrar of the Companies and that

the same has been perused. It further indicates that the transferor companies are the wholly owned subsidiaries of the transferor company and that as per the scheme all the properties, dues and liabilities of the transferor companies will rest in the transferee company, and that all the employees of the transferor companies will become employees of the transferee company from the date the transfer. Affidavit of the Director indicates that there are no prosecution proceedings pending against the company and its Directors. He has certified that the scheme is not prejudicial to the interest of the creditors, shareholders and public. The Official Liquidator has also filed the report and additional report dated 21st November 2006 in which it is stated that on the basis of Chartered Account's report and other papers available, it appears that transferor company conducted its business in a proper manner.

3. No objection has been received from any quarter in spite of advertisement, as required and in the circumstances, I see no

reason why said petitions should not be granted. In the circumstances, Company Petitions are allowed, in terms of prayer Clauses (a) to (g) therein and they are disposed of.

4. All the petitioners will pay costs of Rs. 2,500 to the Regional Director and in addition to that, the Petitioners in Company Petition No. 560 of 2006 and Company Petition No. 562 of 2006 will pay further costs of Rs.2,500/- to the Official Liquidator.

5. Parties to act on the copy of this order duly certified by the Company Registrar.

[R. S. MOHITE, J.]